

BILL OF SALE AND ASSIGNMENT

Effective Date: January 1, 2004

Seller: Network Enhanced Telecom, L.L.P.

Seller's Mailing Address: 119 W. Tyler Street, Suite 168
Longview, Texas 75601

Buyer: Tim Martin and Dr. Richard Martin in equal,
individual shares.

Buyer's Mailing Address: Tim Martin
28 NQ Lake Cherokee
Longview, TX 75603

Dr. Richard Martin
4455 Harvest Hills Road
Dallas, Texas 75244

Consideration: Promissory note payable to Seller in the amount of
\$348,434.53 with terms and conditions as stated
therein.

Transferred Properties: All of Seller's interest in the Texas limited liability
company known as NetworkIP, L.L.C. (the
"Company"), which Seller represents to be a 100%
membership interest in the Company. Each Buyer
shall acquire 50% of Seller's interest in the Company.

Reservations from Transfer: None.


Exceptions to Transfer and Warranty: None.

Seller, for the Consideration and subject to the Reservations from Transfer and the Exceptions to Transfer and Warranty, sells, transfers, and delivers the Transferred Properties to Buyer, together with all and singular the rights and appurtenances thereto in any way belonging, to have and to hold it to Buyer and Buyer's heirs, successors, and assigns forever free and clear of all liens, security interests or other encumbrances. Seller binds Seller and Seller's heirs and successors to warrant and forever defend all and singular the Transferred Properties to Buyer and Buyer's heirs, successors, and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof when the claim is by, through, or under Seller but not otherwise, except as to the Reservations from Transfer and the Exceptions to Transfer and Warranty.

When the context requires, singular nouns and pronouns include the plural. This Assignment may be executed concurrently in one or more counterparts, any one of which need not contain the signatures of more than one party but all of which taken together shall constitute one and the same agreement.

SELLER:

Network Enhanced Telecom, L.L.P., a Texas
limited liability partnership

By: 

Name: Ron Hutchison

Title: Managing Partner

BUYERS:



Tim Martin



Dr. Richard Martin

COPY

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

CERTIFICATE OF CORRECTION OF

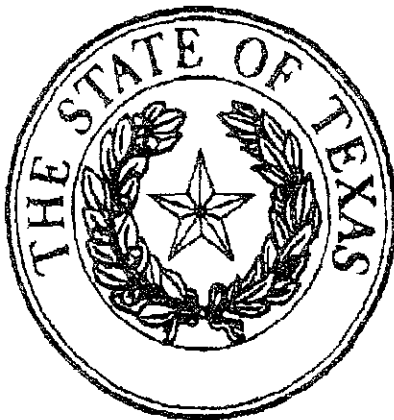
NETWORKIP, L.L.C.
705663222

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Correction have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Correction.

Dated: 05/14/2002

Effective: 05/14/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Sazin

FAX(512) 463-5709

TTY7-1-1

May 14 02 12:59p

Wilson & Johnson

713-781-7585

p. 3

FILED
In the Office of the
Secretary of State of Texas

MAY 14 2002

ARTICLES OF CORRECTION

Corporations Section

This correction is submitted pursuant to Article 1302-7.01, Texas Miscellaneous Corporation Laws Act for a corporation or limited liability company, or pursuant to section 2.13, Texas Revised Limited Partnership Act for a limited partnership, to correct a document which is an inaccurate record of the entity action, contains an inaccurate or erroneous statement, or was defectively or erroneously executed, sealed, acknowledged or verified.

ARTICLE ONE

The name of the entity is Network/P, L.L.C.

ARTICLE TWO

The document to be corrected is the Articles of Organization which was filed in the Office of Secretary of State on the 30th day of September, 1999.

ARTICLE THREE

The inaccuracy, error, or defect to be corrected is Article Six which erroneously listed the individual partners of Network Enhanced Telecom, L.L.P., a limited liability partnership, as the members of Network/P, L.L.C., instead of the Partnership itself as the only member of Network/P, L.L.C.

ARTICLE FOUR

As corrected, the inaccurate, erroneous, or defective portion of the document reads as follows:

ARTICLE SIX

The Company will not have managers. The name and address of the initial member is as follows:

Network Enhanced Telecom, L.L.P.
119 W. Tyler, Suite 168
Longview, Texas 75601

By: 

Ron Hutchison, Authorized Limited Liability
Company Member

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

May 15, 2002

CAPITOL COMMERCE REPORTER, INC.
P.O. BOX 1572
Austin, TX 78767 USA

RE: NETWORKIP, L.L.C.
File Number: 705663222

It has been our pleasure to file the articles of correction for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555

Enclosure

ARTICLES OF CORRECTION

This correction is submitted pursuant to Article 1302-7.01, Texas Miscellaneous Corporation Laws Act for a corporation or limited liability company, or pursuant to section 2.13, Texas Revised Limited Partnership Act for a limited partnership, to correct a document which is an inaccurate record of the entity action, contains an inaccurate or erroneous statement, or was defectively or erroneously executed, sealed, acknowledged or verified.

ARTICLE ONE

The name of the entity is NetworkIP, L.L.C.

ARTICLE TWO

The document to be corrected is the Articles of Organization which was filed in the Office of Secretary of State on the 30th day of September, 1999.

ARTICLE THREE

The inaccuracy, error, or defect to be corrected is Article Six which erroneously listed the individual partners of Network Enhanced Telecom, L.L.P., a limited liability partnership, as the members of NetworkIP, L.L.C., instead of the Partnership itself as the only member of NetworkIP, L.L.C.

ARTICLE FOUR

As corrected, the inaccurate, erroneous, or defective portion of the document reads as follows:

ARTICLE SIX

The Company will not have managers. The name and address of the initial member is as follows:

Network Enhanced Telecom, L.L.P.
119 W. Tyler, Suite 168
Longview, Texas 75601

By: _____



Ron Hutchison, Authorized Limited Liability
Company Member

SDR-LLC

**COPY**

The State of Texas
Secretary of State

CERTIFICATE OF ORGANIZATION

OF

NETWORKIP, L.L.C.

FILING NUMBER 07056632

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF ORGANIZATION FOR THE
ABOVE NAMED COMPANY HAVE BEEN RECEIVED IN THIS OFFICE AND HAVE BEEN
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF ORGANIZATION.

ISSUANCE OF THIS CERTIFICATE OF ORGANIZATION DOES NOT AUTHORIZE
THE USE OF A COMPANY NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER ENTITY UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK
LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED SEP. 30, 1999

EFFECTIVE SEP. 30, 1999



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State

Filed
In the Office of the
Secretary of State of Texas

**Articles of Organization
of
NetworkIP, L.L.C.**

SEP 30 1999

Corporations Section

The undersigned, acting as the sole organizer of a limited liability company under the Texas Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for NetworkIP, L.L.C. (the "Company"):

ARTICLE ONE

The name of the Company is NetworkIP, L.L.C.

ARTICLE TWO

The period of duration of the Company is perpetual, or until the earlier dissolution of the Company in accordance with the provisions of its regulations.

ARTICLE THREE

The purpose for which the Company is organized is the transaction of any or all lawful business for which limited liability companies may be organized under the Act.

ARTICLE FOUR

The principal place of business of the Company in the State of Texas is 119 W. Tyler, Suite 260, Longview, Texas 75601.

ARTICLE FIVE

The name of the initial registered agent of the Company in the State of Texas is Ron Hutchison, and the address of such initial registered agent is 119 W. Tyler, Suite 260, Longview, Texas 75601.

ARTICLE SIX

The Company will not have managers. The names and addresses of the initial members are as follows:

Nov 17 99 01:00p

Wilson & Johnson

713-781-7585

p. 4

Sep 30 99 02:44p

Wilson & Johnson

713-781-7585

p. 4

Network Holding, L.L.P.
119 W. Tyler, Suite 104
Longview, Texas 75606

Pete Patullo
119 W. Tyler, Suite 104
Longview, Texas 75606

Simplified Telesys, Inc
5000 Plaza on the Lake, Suite 170
Austin, Texas 78746


ARTICLE SEVEN

The name and address of the organizer is:

Kenton L. Wilson
2603 Augusta, Suite 1150
Houston, Texas 77057

IN WITNESS WHEREOF, these Articles of Organization have been executed on
September 30, 1999, by the undersigned.

ORGANIZER


Kenton L. Wilson